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To: Division of Corporations
Fax Number : (850) 617-6383
From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 205-8842
Fax Number : (850) 878-5368

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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TALLAHASSEE, FLORIDA

Foreign Limited Liability Company
SHI-III WSL Port St. Lucie, LLC

Table with 2 columns: Item, Amount. Rows include Certificate of Status (1), Certified Copy (1), Page Count (04), and Estimated Charge (\$160.00).

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SHI-III WSL Port St. Lucie, LLC

Name of Limited Liability Company

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Susan Bouchard

Name of Person

AEW Capital Management, L. P.

Firm/Company

Two Seaport Lane -- World Trade Center East

Address

Boston, Massachusetts 02210

City/State and Zip Code

sbouchard@aew.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Name of Contact Person at () Daytime Telephone Number

MAILING ADDRESS:

Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

STREET ADDRESS:

Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy
- \$160.00 Filing Fee, Certificate of Status & Certified Copy

2016 APR 15 PM 1:13
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA
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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. SHI-III WSL Port St. Lucie, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C.," or "LLC.")

2. Delaware (Jurisdiction under the law of which foreign limited liability company is organized)
3. (FBI number, if applicable)

4. (Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. c/o AEW Capital Management, L.P., Two Seaport Lane, Boston, Massachusetts 02210
(Street Address of Principal Office)

6. c/o AEW Capital Management, L.P.
Two Seaport Lane - World Trade Center East, Boston, Massachusetts 02210
(Mailing Address)

7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: C T Corporation System
Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(City) (Zip code)

Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: C T Corporation System
(Registered agent's signature)

8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are.
Joan Williams or Marc Vorkapich, Authorized Signatories c/o Watercrest 445 24th St. S300 Vero Beach, FL 32960
Christopher A. Kazantis, Robert J. Plumb, James J. Finnegan, Pamela J. Herbst or Jeffrey Furber,
Authorized Signatories, AEW Capital Management, LP, Two Seaport Lane, Boston, Massachusetts 02210

9. Attached is a certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)

Signature of an authorized person

This document is executed in accordance with section 605.0203 (1) (h), Florida Statutes. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Christopher A. Kazantis, Authorized Signatory
Typed or printed name of signee

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2016 APR 15 12:33
TALLAHASSEE FLORIDA

Attachment to SHI-III WSL Port St. Lucie, LLC

c/o Watercrest Senior Living Group, LLC, 445 24th St., Suite 300, Vero Beach, FL 32960

Joan Williams

Marc Vorkapich

c/o AEW Capital Management, LP, Two Seaport Lane, Boston, MA 02210

Christopher A. Kazantis

Robert J. Plumb

James J. Finnegan

Pamela J. Herbst

Jeffrey Furber

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHI-III WSL PORT ST. LUCIE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF APRIL, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL FRANCHISE TAXES HAVE BEEN ASSESSED TO DATE.



6011108 8300

SR# 20162167985

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK", written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202115963

Date: 04-08-16